

BY-LAWS
OF THE
HOUSING AUTHORITY CITY OF KENENWICK
1915 W. 4TH PLACE
KENNEWICK, WA 99336
PHONE: (509) 586-8576
TTY: (509)586-4460
FAX: (509) 582-7544

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These By-Laws supersede and replace all previously approved By-Laws



**BY LAWS
of the
HOUSING AUTHORITY CITY OF KENNEWICK**

ARTICLE I - THE AUTHORITY

- Section 1.1 Name of Authority: The name of the of Authority shall be “Housing Authority City of Kennewick”
- Section 1.2 Seal of Authority: The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.
- Section 1.3 Office of Authority: The office of Authority shall be at such location in the City of Kennewick, State of Washington, as the Authority may from time to time designate by resolution. The Authority may hold its meetings at such places as it may from time-to-time designate by resolution.
- Section 1.4 Powers & Purpose of the Authority: The Authority is a public body corporate and politic, exercising public and essential governmental functions, and having all the powers necessary or convenient to carry out and effectuate the purposes and provisions of RCW 35.82 (Revised Code of Washington Housing Authorities Law).

ARTICLE II – COMMISSIONERS

- Section 2.1 General Powers: The powers of the Authority are vested in its Board of Commissioners, hereinafter “the Board”.
- Section 2.2 Board Composition - Number, Qualifications & Tenure:
- 2.2.1 Board Composition: The Board will be comprised of five (5) Commissioners in accordance with RCW 35.82.040
- 2.2.2 Tenure, Appointment & Vacancies: Commissioners serve five (5) year terms with no limit on the numbers of terms that may be served. These terms are staggered with one term expiring on March 31st of each calendar year. Commissioners are appointed by the Mayor of the City of Kennewick. If a vacancy shall occur, the Mayor shall appoint a new Commissioner to complete the remainder of the unexpired term. Appointments are in accordance with the City of Kennewick Municipal Code 2.16.600: Housing Authority – Establishment.
- 2.2.3 Resident Board/Directly Assisted Commissioner:
- 2.2.3.1 Federal law (24 CFR 964.415) requires that the membership of the Board includes one (1) member who is directly assisted by the Authority’s federal housing program. “*Directly Assisted*” means either; (i) being a public housing resident and appearing on the lease; or (ii) being a recipient of assistance from the Authority’s Housing Choice Voucher Program. Federal law (24 CFR 964.425) allows

exceptions for any small public housing agency from the requirement if it (i) has less than 300 public housing units (or has no public housing units); (ii) has provided reasonable notice to the Resident Advisory Board of the opportunity for residents to serve on the Authority Board as a Directly Assisted Commissioner, (iii) has not been notified of the intention of any resident to participate on the Board within a reasonable time (which shall not be less than 30 days) of the Resident Advisory Board receiving notice, (iv) and repeats the requirements of notifying residents at least once every year.

- 2.2.3.2 The Authority shall have one (1) Resident - Directly Assisted Commissioner in addition to the five (5) Commissioners appointed by the Mayor of Kennewick.
- 2.2.3.3 An eligible resident for the position of a Resident – Directly Assisted Commissioner must (i) be a person who is directly assisted by the Authority under its Public Housing or Housing Choice Voucher Program; (ii) have a name appearing on the dwelling lease and be eighteen (18) years of age; (iii) be in a “Good Status” standing as a resident under the Authority.
- 2.2.3.4 The Resident – Directly Assisted Commissioner will be appointed by the Board, with any election and appointment procedures that facilitates fairness. The Resident – Directly Assisted Commissioner serves for a term of five (5) years and may be reappointed for one additional five (5) year term.
- 2.2.3.5 The Resident – Directly Assisted Commissioner shall be a full member of the Board and have the same powers and responsibilities held by the other Commissioners.
- 2.2.3.6 If the person appointed as the Resident – Directly Assisted Commissioner no longer qualifies as a Resident – Directly Assisted person, as defined in Section 2.2.3.3, he or she shall be removed from the Board, creating a vacancy to be filled by a Resident – Directly Assisted person. This removal shall occur upon a vote of the Board.

2.2.4 Any Commissioner may resign at any time by giving written notice to the Chairperson of the Board and the Mayor of the City of Kennewick. Such resignation takes effect at the time specified in the resignation, or if the time is not specified, upon receipt thereof. Unless otherwise specified in the resignation, the acceptance of the resignation is not necessary to make it effective.

2.2.5 No Commissioner may be an officer or employee of the City of Kennewick, in accordance with the City of Kennewick Municipal Code 2.16.600: Housing Authority--Establishment.

- 2.2.6 It is expected that Commissioners will make every effort to attend scheduled meetings. If a Commissioner is unable to attend a scheduled meeting, the Commissioner must notify the Secretary in advance of his or her absence. Two or more unexcused absences in a calendar year require the Board to send a letter to the Mayor of the City of Kennewick requesting removal of the Commissioner. The expected minimum standard of attendance at all meetings is 75%, regardless of whether absences are excused or unexcused in accordance with the City of Kennewick Municipal Code 2.16.970: Attendance requirements.
- 2.2.7 A Commissioner shall receive no compensation for his or her services for the authority, in any capacity, but he or she shall be entitled to the necessary expenses, including training and traveling expenses, incurred in the discharge of his or her duties
- 2.2.8 A Commissioner may be removed by the Mayor of the City of Kennewick for inefficiency, neglect of duty or misconduct in office, but a Commissioner may be removed only after he or she has been given a copy of the charges at least ten (10) days prior to the hearing thereon and had an opportunity to be heard in person or by counsel. When a Commissioner is removed, a record of the proceedings, together with the charges and findings shall be filed in the office of the City Clerk of the City of Kennewick.

ARTICLE III – OFFICERS

Section 3.1

Number, Election, Vacancies & Officers:

- 3.1.1 The Board selects from among its Commissioners a Chairperson, a Vice Chairperson, and employs a Secretary, who is the Executive Director of the Authority;
- 3.1.2 The Chairperson and Vice Chairperson are elected at the “Annual Board Meeting” in April of each calendar year from Commissioners of the Authority and shall hold office for one (1) year or until their respective successors are elected and qualified. No member may serve in the capacity of Chairperson for more than three (3) consecutive terms. Commissioners are again eligible to serve as Chairperson, after a period of one (1) year following three (3) such consecutive terms;
- 3.1.3 If the office of Chairperson or Vice Chairperson becomes vacant, the Board elects a successor from the remaining Commissioners at the next meeting. Such an election is for the unexpired term of the office. When the Secretary position becomes vacant, the Authority shall appoint a new Secretary.

Section 3.2

Chairperson: The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairperson shall sign all contracts, deeds and other instruments made by the Authority. At each meeting the Chairperson shall submit such recommendations and information as he or she may consider proper concerning the business, affairs, and policies of the Authority.

Section 3.3 Vice Chairperson: The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of a vacancy in the office of the Chairperson, the Vice Chairperson performs such duties as are imposed on the Chairperson until such time as the Board selects a new Chairperson in accordance with these By-Laws.

Section 3.4 Secretary: The Secretary shall be the Executive Director of the Authority and serves at the pleasure of the Board. In that capacity, he or she:

- 3.4.1 Keeps or causes to be kept, correct and permanent records of the Authority;
- 3.4.2 Acts as Secretary of the meetings of the Authority and records all votes;
- 3.4.3 Keeps a record of the proceedings of the Authority in a minute book (journal of proceedings) to be kept for such purposes; and (iv) performs all other duties incident to his or her office.
- 3.4.4 Has general supervision and custody over the administration of its business and affairs, subject to the direction of the Authority;
- 3.4.5 Keep safe custody of the seal of the Authority and shall have power to affix such seal to sign all binding contracts, deeds and other instruments made by the Authority as authorized by resolution of the Board;
- 3.4.6 Shall be in charge with the management of the housing projects of the Authority;
- 3.4.7 Shall have care and custody of all funds of the Authority and deposit the same in the name of the Authority in such depositories (bank) or depositories as the Authority selects. Shall sign all orders and checks for the payment of money and pays out and disburses those monies under the direction of the Authority. Except as otherwise authorized by resolution of the Authority, all such orders and checks shall be countersigned by the Chairperson;
- 3.4.8 Keep or cause to keep regular books of accounts showing receipts and expenditures and shall render to the Authority, as each regular meeting (or more often when requested), an account of his or her transactions and also of the financial condition of the Authority;
- 3.4.9 Carry out all policies established by the Board and advises on formation of those policies;
- 3.4.10 Shall give such bond as Authority may determine for the faithful performance of his or her duties.
- 3.4.11 Develops and submits to the Board for approval a plan of organization for the conduct of the activities of the Authority and recommends changes when necessary;
- 3.4.12 Responsible for annual budgets & reports;
- 3.4.13 Supervises financial affairs for the Authority;
- 3.4.14 Assigns and supervises employees in the performance of their duties;
- 3.4.15 Performs such other duties as may from time to time be assigned by the Board;

Section 3.5 Committees: The Board Committees are elected at the “Annual Board Meeting” in April of each calendar year.

- 3.5.1 Standing Committees: The basic standing committee structure for the Authority is established by the Board. Each standing committee shall be comprised of no more than two (2) Commissioners, and shall serve for a term of one (1) year from the annual Board meeting or until their respective successors are elected and qualified. One Commissioner may serve on more than one committee of any type. At the discretion of Board, Authority staff may be invited to participate in

standing committees. The standing committees are as follows: Budget/Finance; Personnel; Tenant/Council.

3.5.2 Interim Committees: At the discretion of the Board, an interim committee may be established on an as-needed basis. The basic interim committee structure for the Authority is established by the Board. Interim committees may expire prior to the annual Board meeting; however the duration shall not exceed the annual Board meeting. Interim committees may be reestablished at the annual Board meeting. Each interim committee shall be comprised of no more than two (2) Commissioners, and shall serve until their respective successors are elected and qualified. One Commissioner may serve on more than one committee of any type. At the discretion of Board, Authority staff may be invited to participate in interim committees.

Section 3.6 Additional Personnel: The Authority may from time to time employ personnel it considers necessary to exercise its powers, duties and functions in accordance with the purpose of the Authority. The selection and compensation of such personnel is determined by the Executive Director, subject to all applicable Federal, State and local laws and regulations including without limitation HUD regulations.

ARTICLE IV – MEETINGS

Section 4.1 Annual Meeting: The Annual Meeting of the Authority shall be held in place of the regular meeting for April at the regular meeting place of the Authority or such other place as designated by the Board and otherwise posted in accordance to State requirements. In the event such date shall fall on a legal holiday, the Annual Meeting shall be held on the next succeeding business day. The Annual meeting is for the purpose of electing officers and the conduct of such other business as may come before the meeting and Board of Commissioners.

Section 4.2 Regular Meetings: Regular monthly meetings of the Authority are held without notice at the administration office of the Authority (1915 W. 4th Place * Kennewick, WA 99336) on the 4th Tuesday of each month at 7:45 A.M. at the regular meeting place of the Authority or at such other place as the Board may designate. In the event the day of a regular meeting shall be a legal holiday, the Regular Meeting shall be held on the next succeeding business day.

Section 4.3 Special Meetings: The Chairperson of the Authority may, when he or she deems expedient, and must, upon the written request of two (2) Commissioners of the Board, call a Special Meeting of the Board for the purpose of transacting any business designated in the call. The notice for a Special Meeting may be personally delivered to each member of the Board, emailed or sent by regular U.S. mail to his or her business or personal residence. The notice is timely so long as it is received no less than twenty-four (24) hours prior to the time of the Special Meeting. At such a Special Meeting, no business is considered other than as designated by the call/notice of the Special Meeting.

Section 4.4 Quorum: Three (3) Commissioners constitute a Quorum for the purpose of conducting its business and exercising the Board's powers and for all other purposes, but a smaller number

may adjourn from time to time until a Quorum is obtained. When a Quorum is in attendance, action may be taken by the Board upon a vote of majority of the Commissioners present.

Section 4.5 Adjournment: The Board may adjourn any Regular, adjourned Regular, Special or adjourned Special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all Board members are absent from a Regular meeting or adjourned Regular meeting, the Secretary may declare the meeting adjourned to a stated time and place.

Section 4.6 Order of Business: At the Regular meetings of the Board, the following is the customary Order of Business. The Board may inhibit or modify this Order:

- (1) Call to Order;
- (2) Roll Call;
- (3) Approval of the Minutes of the previous meeting;
- (4) Public Comments;
- (5) Staff Program and Department Reports
- (6) Financial Reports
- (7) Secretary/Executive Director's Report;
- (8) Unfinished Business;
- (9) New Business;
- (10) Board Reports and Development;
- (11) Board Committee Reports
- (12) Executive Session;
- (13) Action Subsequent to Executive Session; and
- (14) Adjournment.

Section 4.7 Motions: Motions from the floor, when properly seconded, may be voted by voice, a show of hands, or roll call at the direction of the Chairperson.

Section 4.8 Manner of Voting: The voting of all questions coming before the Board, other than matters of procedure and the election or appointment of Commissioners/Officers, are presented in the form of uniquely numbered Resolutions. The vote on all Resolutions shall be voted by a voice, show of hands or roll call at the direction of the Chairperson and the yeas, nays, absent and abstentions shall be entered upon the minutes of such meeting.

Section 4.9 Attendance by Telephone: Any Commissioner may attend any meeting of the Board by telephone when not otherwise able to attend, as long as all other persons present at the meeting can hear all comments made and questions asked by the Commissioner and the Commissioner can hear all comments made and questions asked by all other persons speaking at the meeting.

Section 4.10 Resolutions: All Resolutions shall be in writing and shall be entered in a minute book (journal of proceedings) of the Authority.

Section 4.11 Rules of Order: The rules contained in the current edition of Robert's Rules of Order shall govern the Authority in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

ARTICLE V – CONFLICT OF INTEREST

Section 5.1

Appearance of Fairness:

- 5.1.1 No Commissioner, employee, or appointee to any decision-making body for the Authority may own or hold an interest in any contract or property or engage in any business, transaction, or professional or personal activity, that would:
- (i) Be, or appear to be, in conflict with the Commissioner's, employee's, or appointee's official duties;
 - (ii) Secure, or appear to secure, unwarranted privileges or advantages for the Commissioner, employee, or appointee; or
 - (iii) Prejudice, or appear to prejudice, the Commissioner's, employee's, or appointee's independence of judgment in exercise of his or her official duties relating to the Authority.

Section 5.2

Disclosure of Conflict of Interest: At any time during the appointment or during a Commissioner's term of his or her official duty for the Authority, who identifies a conflict of interest (appear to be or is a conflict) will be required to disclose such conflict in writing to the Board Chairperson, Executive Director or the Mayor of the City of Kennewick (if applicable), or verbally abstain from the manner of voting that is set forth in Article 4 Meetings; Section 4.8 Manner of Voting.

Section 5.3

Financial Interest: No Commissioner, employee, or appointee to any decision-making body for the Authority may act in an official capacity in any manner in which the Commissioner, employee, or appointee has a direct or indirect financial or personal involvement.

Section 5.4

Resident Board/Directly Assisted Commissioner: No provision of this section precludes a resident of the Authority from serving as a Commissioner, employee, or appointee to any decision-making body of the Authority. No provision of this section precludes a resident of the Authority who is serving as a Commissioner, employee, or appointee from voting on issues or decisions, or participating in any action by the Authority unless a conflict of interest, as set forth in Article V Conflict of Interest, exists as to that particular resident, or subject to action by the Authority.

ARTICLE VI – AMENDMENTS

Section 6.1

Amendments to By-Laws: The By-Laws of the Authority may be amended only by Resolution adopted by the affirmative vote of at least three (3) of the Commissioners of the Board at a Regular or Special meeting, but no such amendment shall be adopted unless at least two (2) weeks written notice has been previously be given to all members of the Board. The approved By-Laws will supersede all previous By-Laws.